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TORONTO STOCK EXCHANGE

FILING STATEMENT No. 964.
FILED, SEPTEMBER 5th. 1963.

KIRKLAND MINERALS CORPORATION LIMITED

Full corporate name of Company
Incorporated under the laws of the Province of Ontario by Letters Patent dated the 19th of Nov. 1915. Name changed by Supplementary Letters Patent dated the Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953) 30th day of April, 1956.
(Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

Reference is made to previous
Filing Statement No. 754.

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	(1) The purchase of 19,900 shares of Phantom Industries Limited on the open market at the price of \$2.60 per share (item 17). (2) the agreement between the Company and Norstar Lake Mines Limited (see Item 19 and Schedule "A" on page 2).
2. Head office address and any other office address.	9th Floor, 360 Bay Street, Toronto, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<u>Officers:</u> President - Earl A. Glick, 45 Avenal Drive, Toronto, Ontario - Financier Vice-President - William Coldoff, 777 Eglinton Ave. West, Toronto, Ontario - Executive Secretary-Treasurer - Kenneth Coad, 132 Spring Garden Ave., Willowdale, Ontario, Secretary. <u>Directors:</u> Earl A. Glick - as above William Coldoff - as above David A. Glick - 73 Elm Ridge Drive, Toronto, Ont. Executive. Harold L. Poutney - 2 Laxton Avenue, Toronto, Ont. Druggist Kenneth Coad - as above.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized capital - 5,000,000 shares par value of \$1.00 each Issued - 3,550,005 shares par value of \$1.00 each
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Nil
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	Nil
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Not applicable
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	Nil
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company has entered into an agreement with Norstar Lake Mines Limited (see Item 19 and Schedule "A"). The Company intends to devote its time and resources in an endeavour to carry out on the mining property of Berkeley Mines Limited the recommendations contained in the Mining Engineers' Report. The Company has committed itself either to firmly purchase 100,000 shares of Berkeley Mines Limited or, in the alternative, to find a suitable underwriter. It is the intention of both this Company and Berkeley Mines Limited that this Company be appointed the manager of the mining operations on the Berkeley property. When arrangements have been completed for financing the Berkeley property, particulars will be given in a further filing statement.

SCHEDULE "A"

1. Norstar Lake Mines Limited (hereinafter referred to as "Norstar") is a company incorporated under the laws of Ontario with an authorized capital of 3,000,000 shares of the par value of \$1.00 each, of which 2,725,397 shares are outstanding, of which the Company owns 1,671,700 shares. Norstar is the owner of certain patented mining claims in Davis Township, Province of Ontario. The Company and Norstar have entered into an agreement dated the 4th of June, 1963, which has been confirmed by the shareholders of both companies. This agreement is summarized as follows:
- Notwithstanding upon confirmation of the agreement by the shareholders of both Companies, the Company agrees to cause the incorporation of a mining company to be known as Berkeley Mines Limited (hereinafter referred to as "Berkeley") with an authorized capital of 7,000,000 shares of the par value of \$1.00 each; upon the said incorporation Norstar agrees to transfer to Berkeley all its assets and liabilities for \$300,000 to be satisfied by the allotment and issue of 1,000,000 escrowed shares of Berkeley; the Company agrees that in settlement of \$189,419.67 owed to it by Norstar for monies advanced, the Company will accept 570,000 free shares of Berkeley; that the Company will purchase or will find a satisfactory purchaser who will purchase 100,000 shares of Berkeley at 30 cents per share; in the event the Company purchases the said shares, the Company will pay for same upon the later of the following two dates, namely, the date upon which the shares of Berkeley are qualified for sale in Ontario, or, the date upon which a filing statement of the Company is accepted for filing by the Toronto Stock Exchange; in the event that a party other than the Company purchases the said shares, same shall be paid for upon the date the said shares are qualified for sale in the Province of Ontario; upon the assets of Norstar being transferred to Berkeley, Norstar shall proceed to distribute its assets rateably amongst its shareholders and apply for the surrender of its charter; in the event the underwritten shares of Berkeley are not qualified for sale within one month after the prospectus of Berkeley is submitted to the Ontario Securities Commission or, if applicable, the filing statement of the Company is not accepted for filing by the Toronto Stock Exchange, then one month after same has been submitted either party may terminate the underwriting of the 100,000 shares upon giving the other party written notice to that effect; both parties agree to cause Berkeley to take the necessary legal steps to qualify the sale of its shares in the Province of Ontario as expeditiously as possible; that the first permanent board of directors of Berkeley will be three nominees of the Company and two nominees of Norstar; each party agrees to hold a meeting of its shareholders to consider and, if deemed advisable, confirm the agreement.
2. Berkeley Mines Limited has now been incorporated and is proceeding with the acquisition of the assets of Norstar.

FINANCIAL STATEMENTS

KIRKLAND MINERALS CORPORATION LIMITED

CONSOLIDATED BALANCE SHEET AS AT 30 JUNE 1963

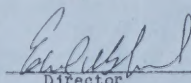
A S S E T S

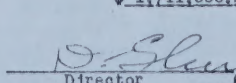
<u>Current</u>			
Cash in banks	\$	10,198.51	
Accounts receivable		<u>4,744.23</u>	\$ 14,942.74
<u>Investments</u> - per schedule attached			352,161.00
		(MARKET VALUE \$ 221,000.00)	
<u>Fixed</u>			
Mining claims at book values	\$	700,295.00	
Buildings at cost		<u>35,000.00</u>	735,295.00
<u>Other</u>			
Deferred expenditures of subsidiaries	\$	589,291.48	
Loan receivable		16,231.25	
Prepaid expense		2,849.15	
Mining assets at cost and nominal value		<u>1,095.63</u>	609,467.51
			<u>\$ 1,711,866.25</u>

L I A B I L I T I E S

<u>Current</u>			
Bank loan - secured	\$	15,000.00	
Due to broker - secured		3,987.08	
Accounts payable		10,420.13	
Unclaimed dividends		<u>10,158.52</u>	\$ 39,565.73
Minority interests in subsidiaries			268,038.00
<u>Capital</u>			
Authorized - 5,000,000 shares of a par value of \$1.00 each			
<u>Issued and fully paid</u> -3,550,005 shares	\$	3,550,005.00	
<u>Deficit</u> - per statement attached		<u>2,276,010.48</u>	
		<u>\$ 1,273,994.52</u>	
<u>Surplus</u> - attributable to the excess of the book values of subsidiary shares over the cost thereof		<u>130,268.00</u>	<u>1,404,262.52</u>
			<u>\$ 1,711,866.25</u>

Approved on behalf of the
Board of Directors


Director


Director

KIRKLAND MINERALS CORPORATION LIMITED

CONSOLIDATED STATEMENT OF DEFICIT

FOR THE SIX MONTHS ENDED 30 JUNE 1963

Balance of deficit at 1 January 1963

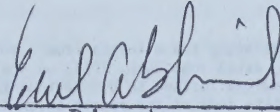
\$ 2,261,432.06

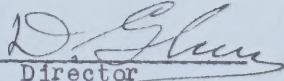
Add:		Administrative expenses	
		Secretarial and office services \$	5,600.85
		Management salary	3,750.00
		Transfer agent and registrar	2,896.97
		Annual report and meeting	1,822.80
		Legal and audit fees	1,856.30
		Shareholders information	1,546.32
		Sundry expenses	625.89
		Directors fees	275.00
			<u>\$ 18,374.13</u>
		Outside exploration costs	<u>602.50</u>
			<u>18,976.63</u>
			\$ 2,280,408.69
Deduct:		Security gain	\$ 2,045.00
		Interest earned	1,356.80
		Clean-up bullion proceeds	<u>996.41</u>
			<u>4,398.21</u>

Balance of deficit at 30 June 1963

\$ 2,276,010.48

Approved on behalf of the
Board of Directors


Director


Director

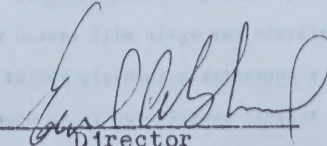
KIRKLAND MINERALS CORPORATION LIMITED

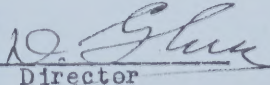
CONSOLIDATED SCHEDULE OF INVESTMENTS

AS AT 30 JUNE 1963

<u>Shares or par</u>	<u>Security</u>	<u>Market value</u>	<u>Cost</u>	<u>Book value</u>
<u>Listed</u>				
200,000	Spartan Air	\$ 106,000.00	\$ 126,000.00	\$ 126,000.00
29,900	Phantom Inds.	88,205.00	136,360.50	136,360.50
1,000	Leland Publish.	6,750.00	12,162.50	12,162.50
500	Cons. Regcourt	47.00	635.00	635.00
7,700	Rare Earth	250.00	7,700.00	7,700.00
4,000	H.E.P.C. 3/69	3,600.00	3,550.00	3,550.00
17,000	D. of C. 4 1/2/72	16,360.00	17,000.00	17,000.00
<u>Unlisted</u>				
150,000	Reford Mines		18,750.00	18,750.00
30,000	Geneva Minerals		30,000.00	30,000.00
25,000	Miramichi Mines		6,250.00	1.00
57,500	Chip Mines		6,125.00	1.00
1	Kirkland Golf		75.00	1.00
		<u>\$ 221,212.00</u>	<u>\$ 364,608.00</u>	<u>\$ 352,161.00</u>

Approved on behalf of the
Board of Directors


Director


Director

KIRKLAND MINERALS CORPORATION LIMITED
CONSOLIDATED STATEMENT OF SOURCE AND APPLICATION OF FUNDS
FOR THE SIX MONTHS ENDED 30 JUNE 1963

Working capital at 1 January 1963

\$ 182,393.71

Source of funds

Sale of securities	\$ 77,830.00	
Clean-up bullion proceeds	996.41	
Interest earned	1,356.80	
Prepaid expense	500.85	80,684.06
		\$ 263,077.77

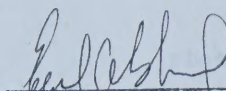
Application of funds

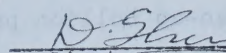
Purchase of securities	\$ 266,583.00	
Option payment on mining claims	1,094.63	
Outside exploration costs	602.50	
Administrative expenses	18,374.13	
	\$ 286,654.26	
Subsidiaries deferred charges		
Legal and audit fees	825.00	
Directors fees	200.00	
Sundry expenses	21.50	287,700.76

Working capital deficiency at 30 June 1963

\$ 24,622.99

Approved on behalf of the
Board of Directors


Director


Director

ENGINEER'S REPORT

Note - The following are excerpts from a report by D.P. Robertson, B.A., P.Eng., dated June 14th, 1963, on the mining claims of Norstar Lake Mines Limited located in Concessions II and III of Davis Township, Ont. A complete copy of the report is on file with the Toronto Stock Exchange.

COMMENTS

The ore encountered in drifting on the two levels was stockpiled separately from waste on surface and from this, 50 ton bulk samples were removed for mill tests in 1959 and early 1960.

Within the period July 1957 to January 1960 four independent mill tests were run. As the key to the successful operation of the property is a satisfactory recovery of the gold and copper values, these results may be briefly considered.

In May and June of 1957, samples of drill core assaying 0.13 oz. gold and 1.16% copper were preliminary tested.

The result of two tests, was first a concentrate with 9.85% of Cu 1.37 Ozs. gold and recoveries of 97.7% Au and 96.6% of Cu. In the second case, concentrate (and middlings) of 2.14 oz. gold and 13.30% copper was obtained. Recovery was 96.9% of copper and 91.6% of gold, with 8.3% of gold lost in tailings. Difficulty with arsenic was not appreciated at this stage.

In April of 1949, a bulk sample of 500 pounds of ore which assayed 1.50% Cu, 0.28 ozs. gold, and 1.38% arsenic was again mill tested with a result giving a concentrate recovery 90% of Cu and 86% of gold. Arsenic contributed to an unsatisfactory recovery of gold.

Further testing disclosed that several problems were not solved at the time. Arsenopyrite in a free form and in close association with chalcopyrite and pyrite lowered metal recoveries. Attempts to reduce arsenic in the concentrate resulted in a lower grade material and conversely raising the copper grade in the concentrate increased tailings loss.

Independent consultant opinion, at that time, was that with further testing, a moderate grade copper concentrate of 15% would be achieved containing 90% recovery of copper and 85% of the gold and that the arsenic content of about 2.0% would result in a bearable smelter penalty.

Lower grades of recovery were assumed in the economic considerations given in this report.

RECOMMENDATIONS

There is an ample supply of ore stock-piled on surface. It is recommended that additional mill testing be performed on representative bulk samples of this material in an effort to achieve the desired grade of concentrate and percentage recoveries of copper and gold.

If a satisfactory mill circuit can be designed to give results not less than used in this report, i.e. 80% recoveries with a 15% concentrate, consideration should be given to proceeding to production, in that returns from known ore should provide a modest profit per ton.

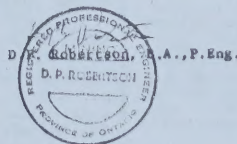
It is possible, in view of intersections at depth, that additional tonnage may be gained. This is best investigated by drilling from a third level.

It is also probable that, in view of the compact position of existing ore, that it can be extracted at a fast and inexpensive rate for stock-piling on surface. A saving thus effected can be expended in a drill exploration programme unhampered by mining operations.

Respectfully submitted,

SULMAC EXPLORATION SERVICES LIMITED

Toronto, Ontario
June 14th, 1963.



CERTIFICATE

I, DONALD PETER ROBERTSON, of the Town of Cooksville, Toronto Township, Province of Ontario, do hereby certify:

1. That I am a geologist and reside at 2131 Courtland Crescent, Cooksville, Ontario.
2. That I am a graduate of Queens University in 1940 with a B.A. degree in Geology.
3. That I am a Registered Professional Engineer of the Provinces of Ontario and Manitoba, a Fellow of the Geological Association of Canada and a member of other professional organizations.
4. That I have no interest, direct or indirect in the properties or shares of Norestar Lake Mines Limited, nor do I expect to receive any interest.

DATED at Toronto this 14th day of June, 1963.



10. Brief statement of company's chief development work during past year.	The Company did not carry on any exploration or development work during the past year. The Company has been actively engaged in disposing of its plant, equipment and dwellings on the Company's claims and the surface rights not occupied by buildings. The Company examined two mining prospects in the Kamiskotia Area, Province of Ontario and made an examination of the property in England acquired by Geneva Minerals Prospecting Limited in connection with its investment in that Company.																																																																
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	None, other than the 100,000 shares of Berkeley Mines Limited for \$30,000 in the event same are not underwritten by another underwriter (See Item 19, Schedule "A") and																																																																
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	When the above 100,000 shares of Berkeley Mines Limited are purchased, no person other than Berkeley Mines Limited will receive any part of the purchase price. Berkeley Mines Limited is a private company which has just been incorporated. The only persons holding a greater than 5% interest in Berkeley Mines Limited are as follows:- Kirkland Minerals Corporation Limited, 9th Floor, 360 Bay St., Toronto; Charles D. Green-shields and Norman R. Fisher, both of 132 St. James Street West, Montreal, P.Q.																																																																
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	420,000 shares, subject to release only upon the consent of the Toronto Stock Exchange.																																																																
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Joanne Holdings Limited, 9th Floor, 360 Bay Street, Toronto, is the beneficial owner of the 420,000 shares. The only person owning a greater than 5% interest in Joanne Holdings Limited is Earl A. Glick, 45 Avenal Drive, Toronto, Ontario.																																																																
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table><thead><tr><th></th><th>No. of Shs.</th><th></th></tr></thead><tbody><tr><td>Joanne Holdings Limited, 360 Bay St., Toronto, Ontario.</td><td>420,000 escrowed</td><td>*</td></tr><tr><td>Harrison Minerals Limited, Ste. 103, 160 Bay St., Toronto</td><td>188,500 free</td><td>*</td></tr><tr><td>Merrill, Lynch, Pierce, Fenner & Smith Inc. 70 Pine St. New York, N.Y.</td><td>67,033 free</td><td>**</td></tr><tr><td>Charles King & Co., Royal Bank Bldg., Toronto, Ontario.</td><td>56,013 free</td><td>**</td></tr><tr><td>Thomson & McKinnon, 55 Yonge Street, Toronto, Ontario.</td><td>50,590 free</td><td>**</td></tr></tbody></table> <p>* Owned by Joanne Holdings Limited ** Beneficial owners unknown.</p>		No. of Shs.		Joanne Holdings Limited, 360 Bay St., Toronto, Ontario.	420,000 escrowed	*	Harrison Minerals Limited, Ste. 103, 160 Bay St., Toronto	188,500 free	*	Merrill, Lynch, Pierce, Fenner & Smith Inc. 70 Pine St. New York, N.Y.	67,033 free	**	Charles King & Co., Royal Bank Bldg., Toronto, Ontario.	56,013 free	**	Thomson & McKinnon, 55 Yonge Street, Toronto, Ontario.	50,590 free	**																																														
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16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Joanne Holdings Limited might be in a position to materially affect control of the Company if it solicited and was able to obtain proxies. There is no agreement outstanding as to this.																																																																
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<table><thead><tr><th></th><th>No. Shs.</th><th>Cost</th><th>Mkt. Val.</th></tr></thead><tbody><tr><td>Norstar Lake Mines Limited</td><td>1,671,700</td><td>349,900.00</td><td>nil</td></tr><tr><td>Beauvale Mines</td><td>750,008</td><td>667,022.00</td><td>nil</td></tr><tr><td>Kiro Explorations</td><td>525,000</td><td>21,100.00</td><td>nil</td></tr><tr><td>Kirkland Golf</td><td>1</td><td>75.00</td><td>nil</td></tr><tr><td>Chip Mines</td><td>57,500</td><td>6,125.00</td><td>nil</td></tr><tr><td>Miramichi Mines</td><td>25,000</td><td>6,250.00</td><td>nil</td></tr><tr><td>Reford Mines</td><td>150,000</td><td>18,750.00</td><td>nil</td></tr><tr><td>Geneva Minerals</td><td>30,000</td><td>30,000.00</td><td>nil</td></tr><tr><td>Spartan Air</td><td>200,000</td><td>126,000.00</td><td>106,000.00</td></tr><tr><td>Phantom Industries Limited</td><td>29,900</td><td>136,360.50</td><td>88,205.00</td></tr><tr><td>Leland Publishing Limited</td><td>1,000</td><td>12,162.50</td><td>6,750.00</td></tr><tr><td>Consolidated Regcourt</td><td>500</td><td>635.00</td><td>47.00</td></tr><tr><td>Rare Earth</td><td>7,700</td><td>7,700.00</td><td>250.00</td></tr><tr><td>H.E.P.C. 3/69</td><td>4,000</td><td>3,550.00</td><td>3,600.00</td></tr><tr><td>Dom. of Canada 4 1/2/72</td><td>17,000</td><td>17,000.00</td><td>16,360.00</td></tr></tbody></table>		No. Shs.	Cost	Mkt. Val.	Norstar Lake Mines Limited	1,671,700	349,900.00	nil	Beauvale Mines	750,008	667,022.00	nil	Kiro Explorations	525,000	21,100.00	nil	Kirkland Golf	1	75.00	nil	Chip Mines	57,500	6,125.00	nil	Miramichi Mines	25,000	6,250.00	nil	Reford Mines	150,000	18,750.00	nil	Geneva Minerals	30,000	30,000.00	nil	Spartan Air	200,000	126,000.00	106,000.00	Phantom Industries Limited	29,900	136,360.50	88,205.00	Leland Publishing Limited	1,000	12,162.50	6,750.00	Consolidated Regcourt	500	635.00	47.00	Rare Earth	7,700	7,700.00	250.00	H.E.P.C. 3/69	4,000	3,550.00	3,600.00	Dom. of Canada 4 1/2/72	17,000	17,000.00	16,360.00
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18. Brief statement of any lawsuits pending or in process against company or its properties.	Nil																																																																
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	See Schedule "A" hereto on page 2.																																																																
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	<p>It is the intention of the Company to declare a dividend and pay same in escrowed shares of Berkeley Mines Limited as and when the said shares are issued to the Company. The dividend will be paid on the basis of one share of Berkeley Mines Limited for every ten shares of the Company outstanding.</p> <p>As and when the escrowed shares referred to in Item 13 are released from escrow, they will be in primary distribution.</p> <p>By letter agreement dated December 14, 1962, Mount Robb Securities Limited agreed to purchase from the Company 100,000 shares of Spartan Air Services Limited for \$65,000 payable on or before the 23rd day of November, 1963, with the proviso that the Company will have the privilege at any time during the year of selling some or all of the shares at a price in excess of 60 cents per share, provided the said excess is divided equally between the Company and Mount Robb Securities Limited.</p>																																																																

DATED July 31, 1963.
CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

KIRKLAND MINERALS CORPORATION, LIMITED
CORPORATE SEAL
"E.A. Glick" *E.A. Glick* President
"W. Coldoff" *W. Coldoff* Vice-President
CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)